

11-02-2000

10-16-00

Form PTO-1594
1-31-92

RECORD

TRADEMARK
101503955U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached documents or copy thereof.

<p>1. Name of conveying party(ies): Ubiquitel Inc.</p> <p><input type="checkbox"/> Individuals <input type="checkbox"/> Association <input type="checkbox"/> General Partnership - <input type="checkbox"/> Limited Partnership <input checked="" type="checkbox"/> Corporation - State - Delaware <input type="checkbox"/> Other</p> <p>Additional name(s) of conveying party(ies) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>	<p>2. Name and address of receiving party(ies):</p> <p>Name: Paribas</p> <p>Internal Address: _____</p> <p>Street Address: 787 Seventh Avenue</p> <p>City: New York State: New York ZIP: 10019</p> <p><input type="checkbox"/> Individual(s) citizenship _____ <input type="checkbox"/> Association _____ <input type="checkbox"/> General Partnership _____ <input type="checkbox"/> Limited Partnership _____ <input type="checkbox"/> Corporation - _____ <input checked="" type="checkbox"/> Other - Collateral Agent</p> <p>If assignee is not domiciled in the United States, a domestic representative designation is attached: <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (Designations must be a separate document from Assignment) Additional name(s) & address(es) attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>3. Nature of conveyance:</p> <p><input type="checkbox"/> Assignment <input type="checkbox"/> Merger <input checked="" type="checkbox"/> Security Interest <input type="checkbox"/> Change of Name <input type="checkbox"/> Other _____</p> <p>Execution Date: April 11, 2000</p>	<p>4. Application number(s) or registration number(s):</p> <p>A. Trademark Application No.(s)</p> <p>76/039,158 76/039,180</p> <p>Additional numbers attached? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>
<p>5. Name and address of party to whom correspondence concerning document should be mailed:</p> <p>Name: Vincent Martell, Legal Assistant</p> <p>Internal Address: White & Case LLP</p> <p>Street Address: 1155 Avenue of the Americas</p> <p>City: New York State: NY ZIP: 10036</p>	<p>6. Total number of applications and registration involved: 2</p> <p>7. Total fee (37 CFR 3.41): \$ 65.00</p> <p><input checked="" type="checkbox"/> Enclosed <input checked="" type="checkbox"/> Authorized to be charged to deposit account, in case of deficiency</p> <p>8. Deposit account number: _____ (23-1705 in case of deficiency)</p> <p>(Attach duplicate copy of this page if paying by deposit account)</p>

11/01/2000 GTON11 00000100 231705 76039158
 01 FC:481
 02 FC:482 25.00 CH 40.00 DP

DO NOT USE THIS SPACE

9. Statement and signature.
To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Vincent Martell
 Name of Person Signing

Signature

Date

Total number of pages comprising cover sheet:

1

OMB No. 0651-0011 (exp. 4/94)

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09-26-2000

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Form PTO-1594
1-31-92

ET

U.S. DEPARTMENT OF COMMERCE
Patent and Trademark Office

To the Honorable Commissioner of

101459696

ached original documents or copy thereof.

1. Name of conveying party(ies):

Ubiquitel Inc.

- ☐ Individuals ☐ Association
☐ General Partnership - ☐ Limited Partnership
☒ Corporation - State - Delaware
☐ Other

Additional name(s) of conveying party(ies) attached? ☐ Yes ☒ No

3. Nature of conveyance:

- ☐ Assignment ☐ Merger
☒ Security Interest ☐ Change of Name
☐ Other

Execution Date: April 11, 2000

2. Name and address of receiving party(ies):

Name: Paribas

Internal Address:

Street Address: 787 Seventh Avenue

City: New York State: New York ZIP: 10019

☐ Individual(s) citizenship☐ Association☐ General Partnership☐ Limited Partnership☐ Corporation-☒ Other - Collateral AgentIf assignee is not domiciled in the United States, a domestic representative designation is attached: ☐ Yes ☒ No

(Designations must be a separate document from Assignment)

Additional name(s) & address(es) attached? ☐ Yes ☒ No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

76/039,158

76/039,189

Additional numbers attached? ☐ Yes ☒ No

Trademark Registration No.(s)

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Brian Jaenicke, Legal Assistant

Internal Address: White & Case LLP

Street Address: 1155 Avenue of the Americas

City: New York State: NY ZIP: 10036

6. Total number of applications and registration involved

2

7. Total fee (37 CFR 3.41): \$ 65.00

☒ Enclosed☒ Authorized to be charged to deposit account, in case of deficiency

8. Deposit account number:

(23-1705 in case of deficiency)

(Attach duplicate copy of this page if paying by deposit account)

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9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

06/30/2000 000000% 76039158

01 FC:401
02 FC:402

Brian T. Jaenicke

40.00 OP

Name of Person Signing

Signature

Date

Total number of pages comprising cover sheet:

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TRADEMARKS

<u>MARK</u>	<u>APP. NO.</u>	<u>APP. DATE</u>
UBIQUITEL (Word and Design)	76/039,158	May 3, 2000
UBIQUITEL	76/039,189	May 3, 2000

ASSIGNMENT OF SECURITY INTEREST IN
UNITED STATES TRADEMARKS AND PATENTS

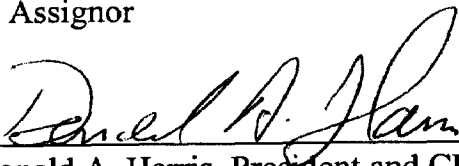
FOR GOOD AND VALUABLE CONSIDERATION, receipt and sufficiency of which are hereby acknowledged, Ubiquitel Inc., a Delaware corporation (the "Assignor") with principal offices at One Bala Plaza, Suite 402 Bala Cynwyd, Pennsylvania 19004, hereby assigns and grants to Paribas, as Collateral Agent, with principal offices at 787 Seventh Avenue, New York, NY 10019 (the "Assignee"), a security interest in (i) all of the Assignor's right, title and interest in and to the United States trademarks, trademark registrations and trademark applications (the "Marks") set forth on Schedule A attached hereto, (ii) all of the Assignor's right, title and interest in and to the United States patents (the "Patents") set forth on Schedule B attached, in each case together with (iii) all Proceeds (as such term is defined in the Security Agreement referred to below) and products of the Marks and Patents, (iv) the goodwill of the businesses symbolized by the Marks and (v) all causes of action arising prior to or after the date hereof for infringement of any of the Marks and Patents or unfair competition regarding the same.

THIS ASSIGNMENT is made to secure the full and prompt performance and payment of all the Obligations of the Assignor, as such term is defined in the Security Agreement between the Assignor, the other assignors party thereto and the Assignee, dated as of April 11, 2000 (as amended from time to time, the "Security Agreement"). Upon the occurrence of the Termination Date (as defined in the Security Agreement), the Assignee shall, upon such satisfaction, execute, acknowledge, and deliver to the Assignor an instrument in writing releasing the security interest in the Marks and Patents acquired under this Assignment.

This Assignment has been granted in conjunction with the security interest granted to the Assignee under the Security Agreement. The rights and remedies of the Assignee with respect to the security interest granted herein are without prejudice to, and are in addition to those set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Assignment are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

IN WITNESS WHEREOF, the undersigned has executed this Assignment as of the 11th day of April, 2000.

Ubiquitel Inc.,
as Assignor

By 
Donald A. Harris, President and CEO

PARIBAS,
as Collateral Agent, Assignee

By

Name: SALO Aizenberg
Title: Vice - President

By

Name:

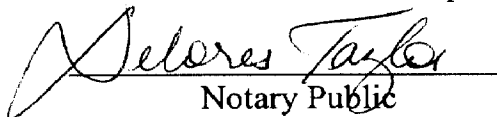
Title:

Delores Taylor - 4-10-2000

DELORES TAYLOR
Notary Public, State of New York
No. 01TA6010553
Qualified in Nassau County
Certificate Filed in New York County
Commission Expires July 20, 2000

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

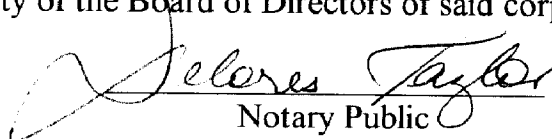
On this 10th day of April, 2000, before me personally came Donald A. Harris, who, being by me duly sworn, did state as follows: that he is President and CEO of UbiquiTel Inc., that he is authorized to execute the foregoing Assignment on behalf of said corporation and that he did so by authority of the Board of Directors of said corporation.


Notary Public

DELORES TAYLOR
Notary Public, State of New York
No. 01TA6010553
Qualified in Nassau County
Certificate Filed in New York County
Commission Expires July 20, 2000

STATE OF NEW YORK)
) ss.:
COUNTY OF NEW YORK)

On this 10th day of April, 2000, before me personally came Salo Aizenberg, who, being by me duly sworn, did state as follows: that he is Vice President of Paribas, that he is authorized to execute the foregoing Assignment on behalf of said corporation and that he did so by authority of the Board of Directors of said corporation.


Notary Public

DELORES TAYLOR
Notary Public, State of New York
No. 01TA6010553
Qualified in Nassau County
Certificate Filed in New York County
Commission Expires July 20, 2000

TRADEMARKS

<u>MARK</u>	<u>APP. NO.</u>	<u>APP. DATE</u>
UBIQUITEL (Word and Design)	76/039,158	May 3, 2000
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